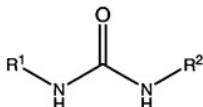


AMENDMENTS TO THE CLAIMS:

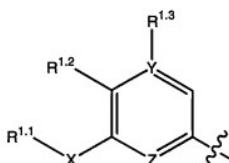
This listing of claims will replace all prior versions and listings of claims in the application:

1. (Currently Amended) A pharmaceutical formulation comprising a pharmaceutically accepted excipient and a therapeutically effective amount of a compound represented by Formula I:



wherein:

R¹ is :



wherein:

X is -O-, -O-(optionally substituted lower alkylene)-, (optionally substituted lower alkylene)O-, S-, S-(optionally substituted lower alkylene)-, (optionally substituted lower alkylene)S-, SO₂-, SO₂(optionally substituted lower alkylene)-, or (optionally substituted lower alkylene)SO₂-;

Y and Z are both -C= independently C= or N=, provided that both Y and Z are -C= or only one of Y or Z is -N=;

R^{1,1} is optionally substituted aryl, optionally substituted heteroaryl or optionally substituted heterocyclyl;

1-acyl-pyrrolidin-3-yl, 1-alkoxycarbonyl-pyrrolidin-3-yl, 1-amidino-pyrrolidin-3-yl, 1-sulfonyl-pyrrolidin-3-yl, 3-oxo-tetrahydro-pyrrolo[1,2-c]oxazol-6-yl, 1-acyl-piperidin-3-yl, 1-alkoxycarbonyl-piperidin-3-yl, 1-amidino-piperidin-3-yl or 1-sulfonyl-piperidin-3-yl, each of which is optionally substituted with an additional lower alkoxy or lower alkoxyalkyl ring substituent;

R^{1,2} is hydrogen, halo or optionally substituted heteroaryl; and

R^{1,3} is fluoro, hydrogen, halo, optionally substituted heteroaryl or nitro; and

R² is pyridin-3-yl or pyridin-3-yl substituted with one or two substituents chosen from lower alkoxy and lower alkyl; optionally substituted aryl, optionally substituted-alkyl; optionally substituted-cycloalkyl, optionally substituted-heteroaryl, optionally substituted heteroaralkyl or optionally substituted-heterocyclyl,

or a single stereoisomer, mixture of stereoisomers, or a pharmaceutically acceptable salt thereof.

2.-9. (Cancelled)

10. (Currently Amended) The formulation of Claim 1 [[4]] where R^{1,1} is 1-acetyl-piperidin-3-yl, 1-methoxyacetyl-piperidin-3-yl, 1-(azetidine-1-carbonyl)-piperidin-3-yl, 1-methoxycarbonyl-piperidin-3-yl, 1-ethoxycarbonyl-piperidin-3-yl, 1-dimethylaminocarbonyl-piperidin-3-yl, 1-methanesulfonyl-piperidin-3-yl, 1-(ethane-2-sulfonyl)-piperidin-3-yl, 1-(propane-2-sulfonyl)-piperidin-3-yl, 1-(azetidin-1-yl-sulfonyl)-piperidin-3-yl, 1-dimethylaminosulfonyl-piperidin-3-yl, 1-(N¹-azetidin-1-yl-N²-cyano-amidino)-piperidin-3-yl, 1-(N²-cyano-N¹,N¹-dimethylamidino)-piperidine-3-yl, 1-acetyl-pyrrolidin-3-yl, 1-methoxyacetyl-pyrrolidin-3-yl, 1-(azetidine-1-carbonyl)-pyrrolidin-3-yl, 1-methoxycarbonyl-pyrrolidin-3-yl, 1-methoxycarbonyl-2-methoxymethyl-pyrrolidin-4-yl, 1-methanesulfonyl-pyrrolidin-3-yl, 1-(ethane-2-sulfonyl)-pyrrolidin-3-yl, 1-(ethane-2-sulfonyl)-4-methoxy-pyrrolidin-3-yl, 1-(ethane-2-sulfonyl)-5-methoxymethyl-pyrrolidin-3-

yl, 1-(propane-2-sulfonyl)-pyrrolidin-3-yl, 1-(azetidin-1-yl-sulfonyl)-pyrrolidin-3-yl, 1-dimethylaminosulfonyl-pyrrolidin-3-yl, 1-dimethylaminosulfonyl-2-methoxymethyl-pyrrolidin-4-yl, 1-(*N*¹-azetidin-1-yl-*N*²-cyano-amidino)-pyrrolidin-3-yl, 1-(*N*²-cyano-*N*¹,*N*¹-dimethyamidino)-pyrrolidin-3-yl, or 3-oxo-tetrahydro-pyrrolo[1,2-c]oxazol-6-yl.

11. (Currently Amended) The formulation of Claim 1 [[10]] where R^{1,1} is 1-acyl-pyrrolidin-3-yl, 1-sulfonyl-pyrrolidin-3-yl, 3-oxo-tetrahydro-pyrrolo[1,2-c]oxazol-6-yl, 1-alkoxycarbonyl-piperidin-3-yl or 1-sulfonyl-piperidin-3-yl.

12. (Previously Presented) The formulation of Claim 11 where R^{1,1} is 1-methoxycarbonyl-2-methoxymethyl-pyrrolidin-4-yl, 1-(ethane-2-sulfonyl)-pyrrolidin-3-yl, 1-(ethane-2-sulfonyl)-5-methoxymethyl-pyrrolidin-3-yl, 1-dimethylaminosulfonyl-pyrrolidin-3-yl, 1-dimethylaminosulfonyl-2-methoxymethyl-pyrrolidin-4-yl, 3-oxo-tetrahydro-pyrrolo[1,2-c]oxazol-6-yl, 1-methoxycarbonyl-piperidin-3-yl, 1-methanesulfonyl-piperidin-3-yl, or 1-(ethane-2-sulfonyl)-piperidin-3-yl.

13.-19. (Cancelled)

20. (Currently Amended) The formulation of Claim 1 [[19]] where R² is pyridin-3-yl or 6-methyl-pyridin-3-yl.

21.-24. (Cancelled)

25. (Currently Amended) The pharmaceutical formulation of claim 1 wherein the compound is selected from

1-[3-(1-Acetyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-(6-methoxy-pyridin-3-yl)-urea;
1-[3-(1-Acetyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-pyridin-3-yl-urea;
1-[3-Fluoro-5-(1-methanesulfonyl-piperidin-3-yloxy)-phenyl]-3-pyridin-3-yl-urea;
1-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-piperidine-1-carboxylic acid-methyl-ester;

(R)-1-[3-(1-Acetyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-(6-methoxy-pyridin-3-yl)-urea;

(R)-1-[3-(1-Acetyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-pyridin-3-yl-urea;

(R)-1-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-piperidine-1-carboxylic acid-methyl ester;

(R)-1-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-piperidine-1-carboxylic acid-dimethylamide;

(R)-1-[3-Fluoro-5-(1-methanesulfonyl-piperidin-3-yloxy)-phenyl]-3-pyridin-3-yl-urea;

(R)-1-[3-(1-Acetyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(R)-1-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-piperidine-1-carboxylic acid-methyl ester;

(R)-1-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-piperidine-1-carboxylic acid-dimethylamide;

(R)-1-[3-Fluoro-5-(1-methanesulfonyl-piperidin-3-yloxy)-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(R)-1-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-piperidine-1-carboxylic acid-ethyl ester;

(R)-1-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-piperidine-1-sulfonic acid-dimethylamide;

(R)-1-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-piperidine-1-sulfonic acid-dimethylamide;

(R)-1-[3-Fluoro-5-[1-(propane-2-sulfonyl)-piperidin-3-yloxy]-phenyl]-3-pyridin-3-yl-urea;

(R)-1-[3-Fluoro-5-[1-(propane-2-sulfonyl)-piperidin-3-yloxy]-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(R)-1-[3-(1-Ethanesulfonyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-pyridin-3-yl-urea;

(R)-1-[3-(1-Ethanesulfonyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(S)-3-[3-Fluoro-5-(pyridin-3-yl-ureido)-phenoxy]-piperidine-1-N,N-dimethyl-N-cyano-carboxamidine;

(S)-3-[3-Fluoro-5-(2-methyl-pyridin-5-yl-ureido)-phenoxy]-piperidine-1-N,N-dimethyl-N-cyano-carboxamidine;

(S)-1-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-piperidine-1-sulfonic acid-dimethylamide;

(S)-1-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-piperidine-1-sulfonic acid-dimethylamide;

(S)-1-[3-(1-Ethanesulfonyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-pyridin-3-yl-urea;

(S)-1-[3-Fluoro-5-[1-(propane-2-sulfonyl)-piperidin-3-yloxy]-phenyl]-3-pyridin-3-yl-urea;

(S)-1-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-piperidine-1-carboxylic-acid-methyl ester;

(S)-1-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-piperidine-1-carboxylic-acid-ethyl ester;

(S)-1-[3-(1-Ethanesulfonyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(S)-1-[3-Fluoro-5-[1-(propane-2-sulfonyl)-piperidin-3-yloxy]-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(S)-1-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-piperidine-1-carboxylic-acid-methyl ester;

(S)-3-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-piperidine-1-carboxylic-acid-methyl ester;

(S)-1-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-piperidine-1-carboxylic-acid-ethyl ester; and

(S)-1-[3-Fluoro-5-(1-methanesulfonyl-piperidin-3-yloxy)-phenyl]-3-pyridin-3-yl-urea.

26. (Currently Amended) The pharmaceutical formulation of claim 1 wherein the compound is selected from:

(S)-3-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-pyrrolidine-1-sulfonic acid dimethylamide;

(R)-3-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-pyrrolidine-1-sulfonic acid dimethylamide;

(S)-3-[3-Fluoro-5-(2-methyl-pyridin-5-yl-ureido)-phenoxy]-pyrrolidine-1-N,N-dimethyl-N-cyano-carboxamidine;

(R)-3-[3-Fluoro-5-(2-methyl-pyridin-5-yl-ureido)-phenoxy]-pyrrolidine-1-N,N-dimethyl-N-cyano-carboxamidine;

(S)-3-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-pyrrolidine-1-sulfonic acid dimethylamide;

(S)-3-[3-Fluoro-5-(pyridin-2-yl-ureido)-phenoxy]-pyrrolidine-1-N,N-dimethyl-N-cyano-carboxamidine;

(R)-3-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-pyrrolidine-1-sulfonic acid dimethylamide;

(R)-3-[3-Fluoro-5-(pyridin-2-yl-ureido)-phenoxy]-pyrrolidine-1-N,N-dimethyl-N-cyano-carboxamidine;

(S)-3-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-pyrrolidine-1-carboxylic acid methyl ester;

(S)-3-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-pyrrolidine-1-carboxylic acid methyl ester;

(R)-3-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-pyrrolidine-1-carboxylic acid methyl ester;

(R)-3-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-pyrrolidine-1-carboxylic acid methyl ester;

(S)-1-{3-Fluoro-5-[1-(propane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl}-3-pyridin-3-yl-urea;

(S)-1-{3-Fluoro-5-[1-(propane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl}-3-(6-methyl-pyridin-3-yl)-urea;

(S)-1-{3-Fluoro-5-[1-(ethane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl}-3-pyridin-3-yl-urea;

(S)-1-[3-Fluoro-5-[1-(ethane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(R)-1-[3-Fluoro-5-[1-(ethane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl]-3-pyridin-3-yl-urea;

(S)-1-[3-Fluoro-5-[1-(methane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(R)-1-[3-Fluoro-5-[1-(ethane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(R)-1-[3-Fluoro-5-[1-(propane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(S)-4-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-[(S)-2-methoxymethyl]-pyrrolidine-1-sulfonic acid dimethylamide;

(S)-4-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-[(S)-2-methoxymethyl]-pyrrolidine-1-carboxylic acid methyl ester;

(R)-1-[3-(1-Ethanesulfonyl-[(R)-4-methoxy]-pyrrolidin-3-yloxy)-5-fluoro-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(R)-1-[3-(1-Ethanesulfonyl-[(S)-5-methoxymethyl]-pyrrolidin-3-yloxy)-5-fluoro-phenyl]-3-pyridin-3-yl-urea;

(R)-1-[3-(1-Ethanesulfonyl-[(S)-5-methoxymethyl]-pyrrolidin-3-yloxy)-5-fluoro-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

1-[3-Fluoro-5-(R)-(3-oxo-(S)-tetrahydro-pyrrolo[1,2-c]oxazol-6-yloxy)-phenyl]-3-pyridin-3-yl-urea; and

1-[3-Fluoro-5-(R)-(3-oxo-(S)-tetrahydro-pyrrolo[1,2-c]oxazol-6-yloxy)-phenyl]-3-(6-methyl-pyridin-3-yl)-urea.

27. (Currently Amended) The pharmaceutical formulation of claim 1 wherein the compound is selected from:

(S)-1-[3-(1-Ethanesulfonyl-piperidin-3-yloxy)-5-fluoro-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(S)-1-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-piperidine-1-carboxylic acid methyl ester;

(S)-1-[3-Fluoro-5-(1-methanesulfonyl-piperidin-3-yloxy)-phenyl]-3-pyridin-3-yl-urea;

(R)-3-[3-Fluoro-5-(3-pyridin-3-yl-ureido)-phenoxy]-pyrrolidine-1-sulfonic acid dimethylamide;

(R)-1-[3-Fluoro-5-[1-(ethane-2-sulfonyl)-pyrrolidin-3-yloxy]-phenyl]-3-(6-methyl-pyridin-3-yl)-urea;

(S)-4-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-[(S)-2-methoxymethyl]-pyrrolidine-1-sulfonic acid dimethylamide;

(S)-4-[3-Fluoro-5-[3-(6-methyl-pyridin-3-yl)-ureido]-phenoxy]-[(S)-2-methoxymethyl]-pyrrolidine-1-carboxylic acid methyl ester;

(R)-1-[3-(1-Ethanesulfonyl-[(S)-5-methoxymethyl]-pyrrolidin-3-yloxy)-5-fluoro-phenyl]-3-pyridin-3-yl-urea;

1-[3-Fluoro-5-(R)-(3-oxo-(S)-tetrahydro-pyrrolo[1,2-c]oxazol-6-yloxy)-phenyl]-3-pyridin-3-yl-urea; and

1-[3-Fluoro-5-(R)-(3-oxo-(S)-tetrahydro-pyrrolo[1,2-c]oxazol-6-yloxy)-phenyl]-3-(6-methyl-pyridin-3-yl)-urea.

28.-55. (Cancelled)

56.-65. (Cancelled)